

# FAEGRE & BENSON LLP

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MINNEAPOLIS, MINNESOTA 55402-3901  
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ANDREA M. FIKE  
612/336-3392

January 14, 1997

RECORDATION NO. 20236-A  
FILED 1-15-97  
JAN 15 1997 - 9:00 AM

## VIA UPS COURIER

Vernon A. Williams  
Office of the Secretary  
Recordations Unit  
Surface Transportation Board  
12th Street and Constitution Avenue, NW  
Washington, D.C. 20423

Re: **Recordation of Lease Supplement to Lease  
recorded under number 20236**

Dear Mr. Williams:

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

## **Document Descriptions**

Equipment Lease Supplement No. 1, dated as of December 27, 1996, between Farm Credit Leasing Services Corporation as agent for St. Paul Bank for Cooperatives and ProGold Limited Liability Company ("Lease Supplement No. 1") relating to recordation number 20236.

## **Party Information**

The names and addresses of the parties to the enclosed secondary document are as follows:

(a) Lessor:

Farm Credit Leasing Services Corporation  
1600 Colonnade  
5500 Wayzata Blvd.  
Minneapolis, MN 55416-1252.

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(b) as agent for Owner  
St Paul Bank for Cooperatives  
375 Jackson Street  
St Paul, MN 55101

(c) Lessee

ProGold Limited Liability Company  
101 North Third Street  
Moorhead, MN 56560

### **Equipment Information**

The equipment covered by the enclosed secondary document is as follows

70 - 19,636 gallon, 10 ton, Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc The AAR mechanical designation for these cars is AAR211A100W1 Serial numbrs and car numbers for these tank railcars are listed in Schedule A, attached hereto

### **Summary Information**

A summary of the enclosed secondary document is as follows

Lease Supplement No 1 Lease Supplement dated December 27, 1996 reflecting the acceptance and delivery of 70 tank railcars pursuant to a twenty year equipment lease, with Recordation No 20236, for the lease of 19,636 gallon, 110 ton, Model 36-196-6 tank railcars, manufactured by Trinity Industries, Inc See Schedule A, attached hereto, for car numbers and serial numbers

Our check payable to the Surface Transportation Board for the filing fee of \$22 is enclosed Please return the original of each of the enclosed documents to me at the following address

Andrea M Fike  
Faegre & Benson  
2200 Norwest Center  
90 South Sixth Street  
Minneapolis, MN 55402-3901

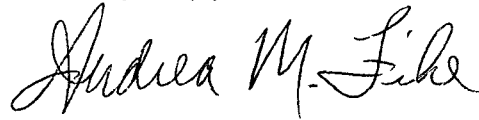
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Please call me if you have any questions or desire additional information

Very truly yours,

A handwritten signature in cursive script that reads "Andrea M. Fike". The signature is fluid and elegant, with the first letters of each name being capitalized and prominent.

Andrea M Fike

AMF yp

Enclosures

cc David M Beadie

M1 0216977 01

## SCHEDULE A

Seventy (70) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

CAR NUMBER	SERIAL NUMBER	CAR NUMBER	SERIAL NUMBER
PRGX 010563	521286	PRGX 010775	521498
PRGX 010564	521287	PRGX 010776	521499
PRGX 010573	521296	PRGX 010777	521500
PRGX 010581	521304	PRGX 010778	521501
PRGX 010584	521307	PRGX 010779	521502
PRGX 010585	521308	PRGX 010780	521503
PRGX 010586	521309	PRGX 010781	521504
PRGX 010591	521314	PRGX 010782	521505
PRGX 010593	521316	PRGX 010783	521506
PRGX 010594	521317	PRGX 010784	521507
PRGX 010595	521318	PRGX 010785	521508
PRGX 010596	521319	PRGX 010786	521509
PRGX 010598	521321	PRGX 010787	521510
PRGX 010750	521473	PRGX 010788	521511
PRGX 010751	521474	PRGX 010789	521512
PRGX 010753	521476	PRGX 010790	521513
PRGX 010754	521477	PRGX 010791	521514
PRGX 010756	521479	PRGX 010792	521515
PRGX 010757	521480	PRGX 010793	521516
PRGX 010758	521481	PRGX 010794	521517
PRGX 010759	521482	PRGX 010795	521518
PRGX 010760	521483	PRGX 010796	521519
PRGX 010761	521484	PRGX 010797	521520
PRGX 010763	521486	PRGX 010798	521521
PRGX 010764	521487	PRGX 010799	521522
PRGX 010765	521488	PRGX 010800	521523
PRGX 010766	521489	PRGX 010801	521524
PRGX 010767	521490	PRGX 010802	521525
PRGX 010768	521491	PRGX 010803	521526
PRGX 010769	521492	PRGX 010804	521527
PRGX 010770	521493	PRGX 010805	521528
PRGX 010771	521494	PRGX 010806	521529
PRGX 010772	521495	PRGX 010807	521530
PRGX 010773	521496	PRGX 010808	521531
PRGX 010774	521497	PRGX 010809	521532

RECORDATION NO. 20236-A FILED 1425  
JAN 15 1997 -9 00 AM

LEASE SUPPLEMENT NO. 1

This Lease Supplement No. 1 dated December 27, 1996, between Farm Credit Leasing Services Corporation, a federally chartered corporation (the "Lessor"), not individually but solely as agent for the owner designated below (the "Owner"), and ProGold Limited Liability Company (the "Lessee").

OWNER: St. Paul Bank for Cooperatives

1. Lessor and Lessee have heretofore entered into an Equipment Lease dated as of July 25, 1996 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof.

2. The Lease covers certain Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. (the "Equipment" and individually an "Item of Equipment" or an "Item").

3. Lessee hereby certifies that Lessee has inspected, received, approved and accepted delivery under the Lease of the following Items of Equipment effective on and as of the date of delivery from Trinity Industries, Inc. to Lessor under the Purchase Agreement (as assigned to Lessor):

NUMBER OF TANK RAILCARS: 70

SERIAL NUMBERS: As per attached Schedule A.

LESSOR'S COST PER RAILCAR: \$66,456.00

4. Lessee further certifies that the foregoing Items of Equipment are in good order and condition, and conform to the specifications applicable thereto, that the Lessee has no knowledge of any defect in any of the foregoing Items of Equipment with respect to design, manufacture, condition or in any other respect, and that each Item has been labeled by means of a plate or a stencil printed in contrasting colors upon each side of the Item in letters not less than four inches in height as follows:

Owned by a Lessor subject to a Lease filed with the Surface Transportation Board.

5. Lessee further certifies that the Lessor's Cost (as defined in the Lease) is the amount shown above for each railcar covered by this Supplement and that such amount is correct.

IN WITNESS WHEREOF, Lessor and Lessee have signed this Supplement as of the date and year first above written.

Farm Credit Leasing Services Corporation,  
as Agent

By 

Its: Vice President

ProGold Limited Liability Company

By 

Its: Chief Manager

COUNTERPART NO. 8 OF 9 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. A SECURITY INTEREST IN THE LESSOR'S INTEREST IN THE ABOVE SUPPLEMENT THAT IS PERFECTED BY POSSESSION OF THIS SUPPLEMENT MAY BE PERFECTED BY POSSESSION OF ONLY COUNTERPART NO. 1 OF THIS SUPPLEMENT.

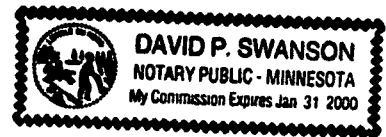
Lease Supplement

STATE OF MINNESOTA           )  
  ) ss  
COUNTY OF RAMSEY           )

On this 27th day of December, 1996, before me personally appeared Red Geurts, to me personally known, who being by me duly sworn, says that he is the Chief Manager of ProGold Limited Liability Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

David P. Swanson  
Signature of Notary Public  
My commission expires 1-31-2000



STATE OF MINNESOTA       )  
  ) ss  
COUNTY OF HENNEPIN       )

On this 27th day of December, 1996, before me personally appeared Jeffrey A. Severson, to me personally known, who being by me duly sworn, says that he is the Vice President of Farm Credit Leasing Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Kathleen M. Fragle  
Signature of Notary Public  
My commission expires 1-31-2000



## SCHEDULE A

Seventy (70) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

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